

RECORDATION NO. 24831-A FILED

FEB 26 '04 3-10 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 30, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated January 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investors Building, Suite 300
Minneapolis, MN 55479-2048

Mr. Vernon A. Williams
January 30, 2004
Page Two

A description of the railroad equipment covered by the enclosed document is:

10 railcars BAEX 000749 – BAEX 000758

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

FEB 26 '04 3:16 PM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of January 30, 2004, by and between The Andersons, Inc. ("Assignor") and Wells Fargo Equipment Finance, Inc. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Bunge North America, Inc., as Lessee, have heretofore entered into that certain Master Lease Agreement dated as of dated April 2, 2002 and Rider #200101-BNAR5 dated April 1, 2003 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

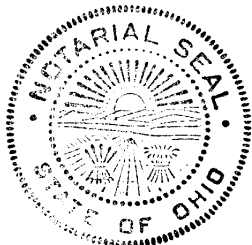
ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith
Gary Smith
Title: Vice President, Finance & Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance & Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 28th day of January, 2004.



Julie Ann Dibble
Notary Public
My Commission Expires: JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

ASSIGNER: WELLS FARGO EQUIPMENT FINANCE, INC.

By:

Name:

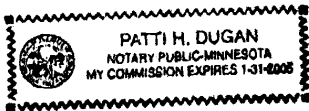
Title:

Debbie Hagele
Debbie Hagele
Sr. Contract Admin

STATE OF Minnesota,
COUNTY OF Hennepin) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Debbie Hagele
the Sr. Contract Admin Wells Fargo Equipment Finance, Inc., a Minnesota corporation, who
acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said
corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act
and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Minneapolis, MN
this 24 day of February, 2004.



Patti H. Dugan
Notary Public
My Commission Expires: 1/31/05

Exhibit "A"
Bunge North America
200101-BNAR5

Car Numbers		
1	BAEX	000749
2	BAEX	000750
3	BAEX	000751
4	BAEX	000752
5	BAEX	000753
6	BAEX	000754
7	BAEX	000755
8	BAEX	000756
9	BAEX	000757
10	BAEX	000758

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/26/04



Robert W. Alvord